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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
)

**THE RESCAP BORROWER CLAIMS TRUST'S COUNTER-
DESIGNATION OF ITEMS FOR RECORD ON APPEAL**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure and Rule 8007-1 of the Local Bankruptcy Rules for the Southern District of New York, the ResCap Borrower Claims Trust (the “**Borrower Trust**”), established pursuant to the terms of the *Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 6030] (the “**Plan**”)¹ in the above-captioned Chapter 11 cases (the “**Chapter 11 Cases**”), hereby submits the following counter-designation of additional items to be included in the record on appeal in connection with the Notice of Appeal [Docket Nos. 8578] filed by appellant Kenneth C. Thomas (the “**Appellant**”), from the *Supplemental Order Granting Debtors' Thirty-Sixth Omnibus Objection to Claims (Misclassified*

¹ The Plan was confirmed by order of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) dated December 11, 2013 [Docket No. 6065] and the Plan’s effective date occurred on December 17, 2013. The Plan provides for the creation and implementation of the Borrower Trust. See Plan, Art. IV.F. The Plan further provides that the Borrower Claims Trustee is deemed the representative of the Debtors’ estates for the purpose of prosecuting objections to borrower claims, see Plan, Art. IV.S.

and Wrong Debtor Borrower Claims) with Respect to Claim No. 3728 of Kenneth C. Thomas [Docket No. 6205], Order Sustaining the ResCap Borrower Claims Trust's Objection to Claim Number 3728 Filed By Kenneth C. Thomas [Docket No. 8135], and Order Denying Motion of Kenneth C. Thomas for Reconsideration [Docket No. 8514], which were entered by the Bankruptcy Court on January 1, 2014, February 17, 2015, and April 20, 2015, respectively.

The Borrower Trust designates the following additional items to be included in the record on appeal.²

A. Pleadings

Docket No.	Description
2093	Order Extending Deadline for Filing Proofs of Claim
3294	Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1009, 3007 and 9019(b) Approving (I) Claim Objection Procedures, (II) Borrower Claim Procedures, (III) Settlement Procedures, and (IV) Schedule Amendment Procedures
5730	Debtors' Omnibus Reply In Support of Debtors' Thirty-Sixth and Thirty-Seventh Omnibus Objection to Claims (Misclassified and Wrong Debtor Borrower Claims)
6065	Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, <i>et al.</i> and the Official Committee of Unsecured Creditors
6137	Notice of Entry of Confirmation Order Confirming the Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, <i>et al.</i> and the Official Committee of Unsecured Creditors and Occurrence of the Effective Date

² For the avoidance of doubt, with regard to any pleadings and/or exhibit lists designated by the Borrower Trust, the Borrower Trust also designates any and all exhibits filed with, attached to, or otherwise referenced in such documents. For the further avoidance of doubt, the Borrower Trust designates all items designated by Appellant in Docket No. 8624, Case No. 12-12020 (MG).

B. Other

Docket No.	Description
5880	Transcript of Hearing held on November 14, 2013 at 10:00 a.m. (EST)
8021	Transcript of Hearing held on January 14, 2015 at 10:00 a.m. (EST)
N/A*	Proof of Claim Number 3728 Filed By Kenneth C. Thomas on November 8, 2012

Dated: May 28, 2015
New York, New York

/s/ Norman S. Rosenbaum

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